

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105
(415) 541-1000

THORMUND A. MILLER
VICE PRESIDENT AND GENERAL COUNSEL

JOHN J. CORRIGAN
GENERAL SOLICITOR

JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEY

ROBERT S. BOGASON
DOUGLAS E. STEPHENSON
LOUIS P. WARCHOT
WILLIAM E. SAUL
ANN FINGARETTE HASSE
DAVID W. LONG
CAROL A. HARRIS
CRAIG J. WHITNEY
GENERAL ATTORNEYS

HAROLD S. LENTZ
GARY A. LAAKSO
JONATHAN M. FIL
DORENE M. CURTIS
STEPHEN A. ROBERTS
CLAUDE F. KOLM
ASSISTANT GENERAL ATTORNEYS

LAWRENCE P. RIFF
ATTORNEY

WRITER'S DIRECT DIAL NUMBER
(415) 541-1757

October 8, 1986

RECORDATION NO. 6162 - Filed & Recorded

OCT 15 1986 11:10 AM

INTERSTATE COMMERCE COMMISSION

10/15/86
10:00
Washington, D. C.

VIA CERTIFIED MAIL

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 26616 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series No. 52

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts each of Declaration of Full Payment dated as of September 29, 1986, to Equipment Trust Agreement dated as of April 1, 1971, creating Southern Pacific Company Equipment Trust, Series No. 52, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of April 1, 1971, recorded on May 24, 1971, at 12:05 PM, assigned Recordation No. 6162;

Mr. James H. Bayne
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Statement of New Numbers Assigned to Equipment Under Equipment Trust Agreement, dated as of July 15, 1971, recorded on July 21, 1971, at 9:25 AM, assigned Recordation No. 6162-A;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 6162-B;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 6162-C;

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 11, 1982, at 10:45 AM, assigned Recordation No. 6162-D;

Fourth Supplement to Equipment Trust Agreement dated as of August 31, 1982, recorded on September 2, 1982, at 12:45 PM, assigned Recordation No. 6162-E;

Assignment and Transfer of Certain Road Equipment dated as of August 31, 1982, recorded on January 4, 1983, at 11:00 AM, assigned Recordation No. 6162-F;

Car Sublease Agreement dated as of January 5, 1983, recorded on May 17, 1983, at 3:30 PM, assigned Recordation No. 6162-G;

Fifth Supplement to Equipment Trust Agreement dated as of June 30, 1983, recorded on July 8, 1983, at 9:55 AM, assigned Recordation No. 6162-H;

Assignment and Transfer of Certain Road Equipment dated as of June 30, 1983, recorded on July 8, 1983, at 9:55 AM, assigned Recordation No. 6162-I;

Sixth Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 6162-J;

Seventh Supplement to Equipment Trust Agreement dated as of June 30, 1984, recorded on August 9, 1984, at 11:15 AM, assigned Recordation No. 6162-K;

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Assignment and Transfer of Certain Road Equipment
dated as of June 30, 1984, recorded on August 9, 1984,
at 11:15 AM, assigned Recordation No. 6162-L; and

Eighth Supplement to Equipment Trust Agreement dated
as of May 15, 1985, recorded on June 6, 1985, at
12:55 PM, assigned Recordation No. 6162-M.

When the recording of the Declaration of Full Payment
has been completed, will you kindly endorse, with the
pertinent recording information, all executed counterparts
thereof, and return four (4) each of the same to the under-
signed.

Very truly yours,


Lenona Young
Legal Assistant

Enclosures

cc: Mr. E. L. Johnson
(Attn: Mr. C. D. Tyler)

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

10/15/86

Lenona Young
Legal Assistant
Southern Pacific Transportation Co.
Southern Pacific Bldg.
One Market Plaz
San Francisco, Calif. 94105

Dear Ms. Young:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/15/86 at 11:10am, and assigned recordation number(s) .6102-H 6162-N 10272-N

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 6163-N FILED & RECORDED

OCT 15 1986 11:10 AM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 52

EQUIPMENT TRUST AGREEMENT

Dated as of April 1, 1971

DECLARATION OF FULL PAYMENT

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST, SERIES NO. 52

Equipment Trust Agreement Dated as of April 1, 1971

DECLARATION OF FULL PAYMENT

First Pennsylvania Bank, N.A. (formerly known as The First Pennsylvania Banking and Trust Company, herein called the "Trustee"), Trustee under that certain Equipment Trust Agreement dated as of April 1, 1971, as supplemented, between the Trustee and Southern Pacific Transportation Company, pursuant to which was created and constituted "Southern Pacific Transportation Company Equipment Trust, Series No. 52", does hereby acknowledge and declare that the purchase money for the equipment subject to said Equipment Trust Agreement has been paid in full; that all of the terms and conditions of the said Equipment Trust Agreement, as supplemented, have been performed; that Southern Pacific Transportation Company has made all payments and met all charges required by the said Equipment Trust Agreement, as supplemented; that all of the interests in Southern Pacific Transportation Company Equipment Trust, Series No. 52, and the dividends thereon, have been satisfied, paid and discharged; and the said Equipment Trust Agreement, as supplemented, and the lease by Trustee to Southern Pacific Transportation Company of the railroad equipment described therein, have terminated, and the Trustee is now obligated by the said Equipment Trust Agreement to assign and transfer

the said railroad equipment to Southern Pacific Transportation Company as the absolute property of Southern Pacific Transportation Company.

AND it does hereby consent that the record of its title to all the equipment covered by the said Equipment Trust Agreement, as supplemented, be cancelled and discharged, and that this declaration may be filed or recorded or noted on the margin of the record of the said Equipment Trust Agreement wherever the same may have been filed or recorded.

AND it does hereby constitute and appoint LYNN A. TUZINSKI to be its attorney for it, and in its name and as and for its corporate act and deed, to acknowledge this instrument, before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, First Pennsylvania Bank, N.A., Trustee as aforesaid, acting in accordance with the terms and conditions of the Equipment Trust Agreement, as supplemented, has caused this Declaration to be signed in its name and its corporate seal to be hereunto affixed, duly attested, as of the 29th day of September, 1986.

FIRST PENNSYLVANIA BANK, N.A., Trustee

By 

Corporate Trust Officer

ATTEST:


Assistant Secretary

UNITED STATES OF AMERICA)
)
COMMONWEALTH OF PENNSYLVANIA) ss.
)
CITY AND COUNTY OF PHILADELPHIA)

On this 29th day of September, 1986, before
me personally appeared LYNN A. TUZINSKI, to me personally
known, who, being by me duly sworn, says that she is Corporate
Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the
seal affixed to the foregoing instrument is the corporate
seal of said corporation; that said instrument was signed
and sealed on behalf of said corporation by authority of its
Board of Directors; and she acknowledged that the execution
of the foregoing instrument was the free act and deed of
said corporation.

Lynne N. McCorry
Notary Public

Commission Expires:
LYNNE N. MCCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires July 2, 1990